

KLEINBERG, KAPLAN, WOLFF &

COHEN, P.C.

Matthew J. Gold

Robert M. Tuchman

500 Fifth Avenue

New York, New York 10110

Tel: (212) 986-6000

Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
PURDUE PHARMA L.P., et al., : Case No. 19-23649 (SHL)
Debtors. : (Jointly Administered)
----- :

**EIGHTEENTH MONTHLY FEE STATEMENT OF
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C. AS COUNSEL TO
THE STATE OF WASHINGTON FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF JULY 1, 2023 THROUGH JULY 31, 2023**

Name of Applicant:	Kleinberg, Kaplan, Wolff & Cohen, P.C.
Provided Professional Services to:	The State of Washington
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	March 10, 2022 [Docket No. 4503]
Period for which compensation and reimbursement are sought:	July 1, 2023 through July 31, 2023
Amount of Compensation sought as actual, reasonable, and necessary:	\$83,046.00
Current Fee Request	\$66,436.80 (80% of \$83,046.00)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$6.28
Amount of Compensation and Expenses sought as allowed under the Interim Compensation Order	\$66,443.08
Total Fees and Expenses Inclusive of Holdback	\$83,502.28
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to the *Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet* [Docket No. 4503] (the “Term Sheet Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan”), counsel to the State of Washington in the above-captioned case, and in a related adversary proceeding and appeals, hereby submits this Eighteenth Monthly Fee Statement (the “Fee Statement”) for the period of July 1, 2023 through and including July 31, 2023 (the “Statement Period”).

Itemization of Services Rendered and Disbursements Incurred

Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Statement Period, with respect to each of the billing categories. As reflected in Exhibit A, Kleinberg Kaplan incurred \$83,046.00 in fees during the Statement Period. Pursuant to this Fee Statement, Kleinberg Kaplan seeks reimbursement for 80% of such fees, totaling \$66,436.80.

Annexed hereto as **Exhibit B** is a chart of Kleinberg Kaplan's professionals and paraprofessionals, including standard hourly rate for each attorney and paraprofessional who rendered services to the State of Washington and others listed above in connection with these Chapter 11 cases during the Statement Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. A copy of the computer-generated time entries of Kleinberg Kaplan reflecting all time recorded, organized in the billing categories requested by the State of Washington is attached hereto as **Exhibit D**.

Attached hereto as **Exhibit C** is a chart of necessary and out-of-pocket expenses incurred by Kleinberg Kaplan in the amount of \$6.28 in connection with providing professional services prior to and during the Statement Period.

Notice

Kleinberg Kaplan will provide notice of the Fee Statement in accordance with the Interim Compensation Order.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Fee Statement, serve via email, to Kleinberg Kaplan and to the notice parties designated in the Interim Compensation Order, a written notice setting forth the precise nature of the objection and the amount at issue.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Kleinberg Kaplan an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Dated: August 25, 2023

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Matthew J. Gold
Matthew J. Gold
Robert M. Tuchman

500 Fifth Avenue
New York, New York 10110
Tel: (212) 986-6000
Fax: (212) 986-8866
E-mail: mgold@kkwc.com
rtuchman@kkwc.com

Attorneys for the State of Washington

CERTIFICATE OF SERVICE

I, Anna Bikowski, hereby certify that, on August 25, 2023 I caused true and correct copies of the foregoing document to be served by email upon those names below:

- Jon Lowne, Perdue Pharma: jon.lowne@pharma.com
- Christopher Robertson, Davis Polk & Wardwell LLP: christopher.robertson@davispolk.com
- Dylan Consla, Davis Polk & Wardwell LLP: dylan.consla@davispolk.com
- Sara Lynne Brauner, Akin Gump Strauss Hauer & Feld LLP: sbrauner@akingump.com
- Arik Preis, Akin Gump Strauss Hauer & Feld LLP: apreis@akingump.com
- Evan Miller, Bayard, P.A.: emiller@bayardlaw.com
- Paul Schwartzberg, Office of the United States Trustee for the Southern District of New York: paul.schwartzberg@usdoj.gov

/s/ Anna Bikowski

Anna Bikowski

EXHIBIT A
SERVICES RENDERED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.
COMMENCING JULY 1, 2023 THROUGH JULY 31, 2023

Summary of Fees Task Code

Billing Category	Total Hours	Total Fees
001 Purdue Pharma	42.4	\$52,834.50
005 Fee Applications	28.6	\$30,211.50
Total	71	\$83,046.00
20% Fee Holdback		\$16,609.20
80% of Fees		\$66,436.80
Plus Expenses		\$6.28
Requested Amount		\$66,443.08

EXHIBIT B
SERVICES RENDERED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.
COMMENCING JULY 1, 2023 THROUGH JULY 31, 2023

Summary of Hours and Fees by Professional

Name of Professional	Position/Year Admitted to Practice/Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Matthew J. Gold	Partner 1983 Bankruptcy	\$1,250	59.4	\$74,250.00
Robert L. Berman	Partner 1978 Securities and Corporate Finance	\$1,280	5.9	\$7,552.00
Steven R. Popofsky	Partner 1983 Litigation & Risk Management	\$960	0.1	\$96.00
Ellie Taylor	Paralegal Litigation & Risk Management	\$205	5.6	\$1,148.00
Total Fees Requested			71	\$83,046.00

EXHIBIT C

**ACTUAL AND NECESSARY COSTS INCURRED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.
COMMENCING JULY 1, 2023 THROUGH JULY 31, 2023**

EXPENSE	AMOUNT
Bloomberg Law Fees	\$0.98
PACER Fees	\$5.30
Total Expenses	\$6.28

EXHIBIT D

Time Entries for Each Professional by Task Code (Invoices)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: August 21, 2023
Invoice Number: 121504
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma - SWV# SWV0257876-00 - #19-45

For professional services rendered through July 31, 2023

Currency: USD

Fees	52,834.50
Costs	1.38
Total Due This Invoice	\$52,835.88

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington

Matter: Purdue Pharma

Invoice Date:

August 21, 2023

Invoice Number:

121504

Matter Number:

7263-0001

Time Detail

Date	Name	Description	Hours	Rate	Amount
07/05/2023	Matthew J. Gold	Revising outline concerning status and contingency plans	2.40	1,250.00	3,000.00
07/05/2023	Ellie Taylor	Circulating docket update	0.20	205.00	41.00
07/06/2023	Matthew J. Gold	Reviewing SEC BlockFi plan objection; preparing email to J. Rupert regarding same; revising outline regarding same; exchanging emails regarding Hrycay; preparing email to W. Hrycay regarding claim	2.30	1,250.00	2,875.00
07/06/2023	Steven R. Popofsky	Addressing expert invoice	0.10	960.00	96.00
07/07/2023	Matthew J. Gold	Reviewing DOJ request for information regarding stay motion; exchanging emails with J. Rupert and DOJ regarding same; reviewing stay motion; exchanging emails with J. Rupert and I. Goldman regarding same	4.30	1,250.00	5,375.00
07/07/2023	Robert Berman	Reviewing email regarding DOJ motion to stay effectiveness of 2nd Circuit decision; reviewing motion	1.10	1,280.00	1,408.00
07/10/2023	Matthew J. Gold	Preparing email to J. Rupert regarding status; revising outline regarding same	2.70	1,250.00	3,375.00
07/14/2023	Ellie Taylor	Circulating requested docket update	0.10	205.00	20.50
07/18/2023	Matthew J. Gold	Reviewing oppositions to US Trustee motion to stay mandate; conferring with J. Rupert regarding same; revising outline regarding same	2.40	1,250.00	3,000.00
07/19/2023	Matthew J. Gold	Continuing review of oppositions to US Trustee stay motion; exchanging emails regarding same; preparing emails to J. Rupert and I. Goldman regarding same; revising outline regarding same	4.10	1,250.00	5,125.00
07/19/2023	Robert Berman	Reviewing email regarding brief filed by Purdue against motion filed by US Trustee; reviewing brief; conferring regarding schedule	1.30	1,280.00	1,664.00

Client: State of Washington

Matter: Purdue Pharma

Invoice Date:

August 21, 2023

Invoice Number:

121504

Matter Number:

7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/21/2023	Matthew J. Gold	Conducting research regarding SOAF issues; revising outline regarding same	3.70	1,250.00	4,625.00
07/24/2023	Matthew J. Gold	Continuing research regarding SOAF issues	4.30	1,250.00	5,375.00
07/24/2023	Robert Berman	Conferring regarding US. Trustee reply to Purdue's motion to deny stay; begin reviewing reply	1.40	1,280.00	1,792.00
07/25/2023	Matthew J. Gold	Continuing SOAF related research; reviewing Second Circuit order regarding stay motion; preparing email to J. Rupert regarding same	2.40	1,250.00	3,000.00
07/25/2023	Robert Berman	Conferring regarding Second Circuit decision regarding stay request; reviewing email;	0.30	1,280.00	384.00
07/26/2023	Matthew J. Gold	Continuing research regarding SOAF issues	2.70	1,250.00	3,375.00
07/27/2023	Matthew J. Gold	Preparing report to Washington regarding SOAF issues research; exchanging emails with M. Giddens regarding hearing transcript	3.40	1,250.00	4,250.00
07/28/2023	Matthew J. Gold	Reviewing US Trustee stay request and Supreme Court clerk email regarding same; exchanging emails with J. Rupert and representatives of the Nine regarding same	1.40	1,250.00	1,750.00
07/28/2023	Robert Berman	Reviewing emails from members of the Nine and US Trustee motion for a stay	1.40	1,280.00	1,792.00
07/31/2023	Robert Berman	Reviewing emails from members of the Nine regarding SCOTUS request for responses regarding motion for a stay from US Trustee	0.40	1,280.00	512.00
Total			42.40		\$52,834.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.30	205.00	61.50
Matthew J. Gold	36.10	1,250.00	45,125.00
Robert Berman	5.90	1,280.00	7,552.00
Steven R. Popofsky	0.10	960.00	96.00
Total	42.40		\$52,834.50

Client: State of Washington

Invoice Date: August 21, 2023

Matter: Purdue Pharma

Invoice Number: 121504

Matter Number: 7263-0001

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
07/19/2023	Pacer Service Center - Inv#3974096-Q22023-7/5/23 4/1/23-6/30/23-2st Qtr 2023	1.00	0.40
07/19/2023	Bloomberg Industry Group, Inc. - Inv# 6888411970- 7/10/23 Docket Track -6/1/23-6/30/23	1.00	0.98
Total			\$1.38

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: August 21, 2023
Invoice Number: 121504
Matter Number: 7263-0001

REMITTANCE COPY

Purdue Pharma - SWV# SWV0257876-00 - #19-45

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Total</u>	<u>Payments</u>	<u>Balance Due</u>
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Current Invoice

08/21/2023	121504	<u>\$52,835.88</u>
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Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: August 21, 2023
Invoice Number: 121505
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications - SWV# SWV0257876-00 #19-45

For professional services rendered through July 31, 2023

Currency: USD

Fees	30,211.50
Costs	4.90
Total Due This Invoice	\$30,216.40

Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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Client: State of Washington

Matter: Fee applications

Invoice Date:

August 21, 2023

Invoice Number:

121505

Matter Number:

7263-0005

Time Detail

Date	Name	Description	Hours	Rate	Amount
07/05/2023	Matthew J. Gold	Reviewing draft monthly statement; exchanging emails regarding same	2.70	1,250.00	3,375.00
07/05/2023	Ellie Taylor	Reviewing and circulating fee spreadsheet to Fee Examiner; conferring regarding deadline for objections to 16th MFS; updating internal records	0.50	205.00	102.50
07/13/2023	Matthew J. Gold	Reviewing letter from fee examiner; exchanging emails with D. Klauder and T. Bielli regarding same	0.20	1,250.00	250.00
07/14/2023	Matthew J. Gold	Preparing outline for call with fee examiner; conferring regarding same; exchanging emails and conferring with J. Rupert regarding same	4.30	1,250.00	5,375.00
07/17/2023	Matthew J. Gold	Revising outline for call with fee examiner; participating in call with fee examiner and counsel; conferring with J. Rupert regarding same; exchanging emails regarding same; preparing draft letter to fee examiner regarding fee application	8.20	1,250.00	10,250.00
07/17/2023	Ellie Taylor	Reviewing correspondence re: passage of deadline for 16th MFS	0.10	205.00	20.50
07/17/2023	Ellie Taylor	Reviewing docket; pulling materials and conferring regarding appointment of fee examiner	0.80	205.00	164.00
07/18/2023	Matthew J. Gold	Reviewing time records for reimbursement request; exchanging emails with C. MacDonald regarding reimbursement; revising draft letter to fee examiner regarding reimbursement request; exchanging emails and conferring with J. Rupert regarding same; finalizing letter and transmitting same	5.20	1,250.00	6,500.00
07/18/2023	Ellie Taylor	Reviewing dockets and retrieving relevant materials in connection with fee examiner question	0.40	205.00	82.00

Client: State of Washington

Matter: Fee applications

Invoice Date:

August 21, 2023

Invoice Number:

121505

Matter Number:

7263-0005

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
07/19/2023	Matthew J. Gold	Exchanging emails with T. Bielli regarding fee examiner review of application; preparing email to J. Rupert regarding same; preparing for hearing	0.90	1,250.00	1,125.00
07/20/2023	Matthew J. Gold	Preparing for hearing; participating in hearing on fee applications; exchanging emails with J. Rupert regarding same; reviewing draft monthly fee report; exchanging emails regarding same	1.80	1,250.00	2,250.00
07/20/2023	Ellie Taylor	Drafting Seventeenth MFS; updating internal records	2.50	205.00	512.50
07/21/2023	Ellie Taylor	Reviewing and completing edits on monthly fee statement	0.30	205.00	61.50
07/25/2023	Ellie Taylor	Filing and serving Seventeenth Monthly Fee Statement of KKWC	0.40	205.00	82.00
07/27/2023	Ellie Taylor	Reviewing accounting spreadsheet and circulating the same to fee examiner	0.30	205.00	61.50
Total			28.60		\$30,211.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	5.30	205.00	1,086.50
Matthew J. Gold	23.30	1,250.00	29,125.00
Total	28.60		\$30,211.50

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
07/19/2023	Pacer Service Center - Inv#3974096-Q22023-7/5/23 4/1/23-6/30/23-2st Qtr 2023	1.00	4.90
Total			\$4.90

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: August 21, 2023
Invoice Number: 121505
Matter Number: 7263-0005

REMITTANCE COPY

Fee applications - SWV# SWV0257876-00 #19-45

<u>Invoice Date</u>	<u>Invoice Number</u>	<u>Invoice Total</u>	<u>Payments</u>	<u>Balance Due</u>
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Current Invoice

08/21/2023	121505	\$30,216.40
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Please Remit to:	Mail To: Kleinberg, Kaplan, Wolff & Cohen, P.C. 500 Fifth Avenue New York, N.Y. 10110	Wire Instructions: Citibank N.A. ABA Number: 021000089 Swift Code: CITIUS33 (International) Account # 9987286692 (Please Reference Invoice Number)
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